

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re	Chapter 11
FRANCHISE GROUP., <i>et al.</i> , <sup>1</sup>	Case No. 24-12480 (JTD)
Debtors.	(Jointly Administered)
FRANCHISE GROUP., <i>et al.</i> , <sup>2</sup>	Adversary No. 24-50237 (JTD)
Plaintiffs,	
BRIAN GALE, MARK NOBLE, TERRY PHILIPPAS, LAWRENCE BASS and JOHN DOES 1-20,	
Defendants.	

**NOTICE OF APPEARANCE AND  
REQUEST FOR SERVICE OF NOTICES AND PAPERS**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

<sup>2</sup> The Plaintiffs in this adversary care are the Debtors listed in footnote one.

**PLEASE TAKE NOTICE** that Pashman Stein Walder Hayden, P.C., Bernstein Litowitz Berger & Grossmann LLP, Kessler Topaz Meltzer & Check LLP, and Block & Leviton, LLP hereby enter their appearance (the “Notice of Appearance”) in the above-captioned cases as counsel to Brian Gale (“Gale”), Mark Noble (“Noble”), Terry Philippas (“Philippas”) and Lawrence Bass (“Bass”), on behalf of themselves and similarly situated former stockholders of Franchise Group, Inc. (collectively, the “Former Stockholders”), pursuant to section 1109(b) of title 11 of the United States Code, rules 2002, 3017(a), 9007, and 9010 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”), and rule 2002-1(d) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and request that copies of any and all notices and papers filed or entered in these cases be given to and served upon the following:

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**PLEASE TAKE FURTHER NOTICE** that this constitutes not only a request for service of the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, a request for service of all orders and notices of any application, motion, petition, pleading, request, complaint, or demand, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand delivery, telephone, facsimile transmission, email or otherwise, that (1) affects or seeks to affect in any way any rights or interests of any creditor or party in interest in this case, with respect to (a) the debtors

in the above-captioned cases (the “Debtors”) and any related adversary proceedings, whether currently pending or later commenced, (b) property of the Debtors’ estates, or proceeds thereof, in which the Debtors may claim an interest, or (c) property or proceeds thereof in the possession, custody, or control of others that the Debtors may seek to use, or (2) requires or seeks to require any act or other conduct by a party in interest.

**PLEASE TAKE FURTHER NOTICE** that this Notice of Appearance and any subsequent appearance, pleading, claim, or suit is not intended nor shall be deemed to waive the rights of the Former Stockholders: (1) to have an Article III judge adjudicate in the first instance any case, proceeding, matter, or controversy as to which a bankruptcy judge may not enter a final order or judgment consistent with Article III of the United States Constitution; (2) to have final orders in a non-core case, proceeding, matter, or controversy entered only after an opportunity to object to proposed findings of fact and conclusions of law and a de novo review by a district court judge; (3) to trial by jury in any case, proceeding, matter, or controversy so triable; (4) to have the reference withdrawn by the United States District Court in any case, proceeding, matter, or controversy subject to mandatory or discretionary withdrawal; or (5) any other rights, claims, actions, defenses, setoffs, or recoupments to which the Former Stockholders are or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments expressly are hereby reserved.

Dated: December 12, 2024  
Wilmington, Delaware

**PASHMAN STEIN WALDER HAYDEN, P.C.**

/s/ Joseph C. Barsalona II

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*Counsel to the Former Stockholders*

**CERTIFICATE OF SERVICE**

I, Joseph C. Barsalona II, hereby certify that on December 12, 2024, I caused a copy of the foregoing *NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF NOTICES AND PAPERS* to be served on all parties who are scheduled to receive notice through the Court's ECF system.

**PASHMAN STEIN WALDER HAYDEN, P.C.**

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